

BYLAWS OF THE LYME ART ASSOCIATION
Adopted: 5/20/01 Effective: September 15, 2001

ARTICLE I: TITLE, DESCRIPTION, PURPOSE, GOVERNANCE

Section 1. Title and Description

The Lyme Art Association, Incorporated is referred to in these bylaws as the "Association". The Association is a Connecticut non stock, non profit, corporation, tax exempt under Section 501(3)(c) of the Internal Revenue Code. The principal office shall be in the Town of Old Lyme, Connecticut.

Section 2. Purpose

The Association is an organization of artists having the purpose of advancement of representational Fine Arts through exhibitions and educational programs for the benefit of the community and the general public, and preservation of the Association's historic gallery in Old Lyme.

Section 3. Governance

The Association shall be governed by these bylaws which supercode prior bylaws. Any bylaw inconsistent with the Articles of Incorporation shall be without effect. Roberts Rules Of Order shall govern meetings of the Association.

ARTICLE II: MEMBERSHIP

Section 1. Categories

1.1 The members of the Association shall consist of the following categories: Elected Artist Members, Non-Resident Elected Artist Members, Associate Artist Members, Friends, Honorary Members, Life Members, and Student Members.

1.2 Elected Artist Members, Non-Resident Elected Artist Members and Life Members shall be the only members entitled to vote on resolutions at meetings of the Association. Such three categories of members shall be referred to as Voting Members in these bylaws. Voting Members may allow advisory votes by other members at an Association meeting.

Section 2. Elected Artist Members

Elected Artist Members shall be persons elected pursuant to these bylaws. See Article IX. They shall be persons who actively follow their artistic endeavors and are full or part time residents of the State Of Connecticut. They shall act in conformance with these bylaws and compatibly with the general character and reputation of the Association and its Members. A part time resident shall be a person who either owns residential real property in Connecticut or who resides in Connecticut for at least four weeks in a calendar year preceding the Fall Membership Meeting.

An Elected Artist Member who ceases to be a full or part time resident of Connecticut shall become a Non-Resident Elected Artist Member.

Section 3. Non-Resident Elected Artist Members

Non-resident Elected Artist Members shall be persons elected pursuant to these bylaws. They shall be persons who actively follow their artistic endeavors and who reside outside of the State Of Connecticut. They shall act in conformance with these bylaws and compatibly with the general character and reputation of the Association and its Members.

Section 4. Associate Artist Members

Associate Artist Members shall be persons who are actively engaged in artistic work, as determined by the board of directors, and who support the purpose of the Association and have paid the yearly prescribed dues.

Section 5. Friend Members

Friend Members, also called Friends of the Association, shall be members who support the purposes of the Association and who have paid the yearly prescribed dues.

Section 6. Honorary Members

Honorary Members shall be persons elected by majority vote of the Voting Members present at a General Meeting or Special Meeting, whom the Association wishes to recognize for exceptional service or generosity to the organization. Honorary members shall serve a term of five years, which may be renewed by the board of directors or Voting Members.

Section 7. Life Members

Life Members shall be persons elected by the Voting Members from Elected Artist Members and Non-Resident Elected Artist Members, on the basis of their accomplishments and contributions to the Association. Life Members shall have all privileges of Elected Artist Members.

Section 8. Student Members

Student Members shall be full time students who have an interest in art or art study and who have paid the yearly prescribed dues. They shall be entitled to such revocable privileges as may be granted them by the board of directors.

Section 9. Business/Corporate Members

Business/Corporate Members shall be non-individual entities which have made a prescribed yearly contribution to the Association. Such members may designate one employee who shall be treated as a Friend.

Section 10. Designations

10.1 Any member shall receive the following honorary designation upon acceptance by the board of directors of certain money or in-kind gifts, according to the amount given in a calendar year:

BENEFACTOR:	at least \$2,500
PATRON:	at least \$1,000
SUSTAINING:	at least \$500
SUPPORTING:	at least \$250
CONTRIBUTING:	at least \$100

10.2 Any member having the designation set forth in Section 10.1 shall be considered a Friend member unless otherwise classified according to this Article II.

Section 11. Certain Limitations and Non-entitlements

11.1 No member or officer may receive any pecuniary profit from the Association. Reasonable compensation for services which effectuate the purposes of the Association is permitted, as determined by the board of directors.

11.2 Nothing herein shall be construed as giving any person a right to be, or to continue as, a member. Acceptance as a member, or termination of any membership, or change in classification or category of membership, or limitation on any particular member's rights, is within the full discretion of the Voting Members acting through resolution at a regular or special meeting, notwithstanding anything to the contrary in these bylaws.

ARTICLE III: DUES AND FEES

Section 1. Dues and fees shall be proposed by the board of directors and voted on at the Fall Membership Meeting.

Section 2. Annual dues for Elected Artist Members and Non-Resident Elected Artist Members shall be set by the calendar year, payable in advance in January. Dues of other members shall be payable annually in advance on the month the membership was begun. Notification of dues being payable shall be sent out in advance of due date.

Section 3. Upon election, an Elected Artist Member or Non-Resident Elected Artist Member shall pay an initiation fee in the amount last determined at the Fall Membership Meeting, with 30 days of sending of a notice of their election. If the initiation fee is not timely paid, the Board of Directors may rescind the election of the Member.

Section 4. The board of directors may establish penalties for non-payment of dues by members. An Elected Artist Member or Non-Resident Elected Artist Member who has not paid dues for the current year shall not be entitled to exhibit, to serve on juries of the Association, or to vote on any matter, until such time as past and present dues are made current.

ARTICLE IV: BOARD OF DIRECTORS

Section 1. The board of directors shall manage the affairs of the Association, and shall select holders of all Association positions unless otherwise specified herein.

Section 2. The board shall be comprised of eleven members who shall serve without compensation for being directors. All directors shall be members at the time of election, or within five days of election, and during their tenure. Directors shall serve terms of one year, or until the next Fall Meeting, whichever is less. Officers may serve also as directors.

Section 3. Six directors shall be elected by the Voting Members at the Fall Membership Meeting, which directors may be any persons.

Section 4. Five directors shall be elected by Voting Members at the Fall Membership Meeting, which directors shall be Elected Artist Members.

Section 5. Nominations for directors shall be made by the Nominating Committee at the Fall Membership Meeting. See Article VIII, Section 3.3. Nominations may also be made from the floor at the Meeting.

Section 6. Should a director resign during his or her term, the remainder of the board of directors may select a replacement director, or leave the position open, provided, there shall be no fewer than three serving directors.

Section 7. The board of directors shall hold regular monthly meetings according to a schedule established by it annually at a first meeting, to be held within one month of the date of the Fall Membership Meeting. The schedule shall be made available to the membership.

7.1 Unless the board of directors votes otherwise with respect to the part or whole of any meeting, meetings shall be open to members. However, non-director members shall only be heard from at meetings to the extent the board decides such is appropriate, subject to Article V, Section 5, for trustees.

7.2 The president shall preside over all meetings unless the board votes otherwise. Unless required otherwise by law or these bylaws, all decisions shall be made by majority vote. The president or person presiding over meetings may participate in discussion and vote, provided he or she is a director. A quorum for voting on resolutions at meetings shall comprise the greater of (a) three directors or (b) forty percent of the directors serving and qualified to vote at the time of a meeting.

7.3 The board of directors may hold special meetings upon the call of the president, any chair of the board of directors, or three or more directors. The person(s) calling the special meeting shall provide at least five days prior written notice to directors, describing the matters to be considered. Likewise, the board of directors may hold emergency meetings provided 24 hour advance telephone or written notice is given to each director (or failing the giving of such notice, that a diligent effort to do so has been made by the caller of the meeting).

7.4 Voting Members and Trustees shall be timely given copies of the minutes of all meetings, unless the secretary determines they are uninterested in receiving such.

Section 8. No director shall vote upon any matter in which the director or a family member or business associate has a direct or indirect financial interest; nor shall the director participate in any discussion without disclosure of such interest. In cases of doubt, a director should make full disclosure to the other uninterested directors for their decision.

ARTICLE V: BOARD OF TRUSTEES

Section 1. The board of trustees shall comprise up to ten trustees. Each trustee shall be selected by the board of directors for a three year term which may be renewed.

Section 2. The board of trustees shall meet at least two times in the Association year following the Fall Membership Meeting.

Section 3. The primary purpose of the board of trustees shall be: to improve the financial well being of the Association directly and indirectly; and, to provide guidance to directors on financial matters and on major actions such as large expenditures and major policy changes.

Section 4. The board of trustees shall function as if a committee of the Association. The board of trustees may, by vote, recommend and communicate in writing an action to the board of directors. The board of directors shall vote on any such recommended action in timely manner. When considered, such trustee-recommended action shall be deemed to be accepted and approved by the board of directors unless two-thirds of the directors vote in the negative against such action.

Section 5. Unless the board of trustee votes to have a chair, the president shall organize and preside over meetings of the board, but shall not have a vote in such capacity. Trustee meetings shall be noticed in advance to directors and officers; and if they attend, they shall be heard by the trustees. Similarly, Trustees shall be noticed in advance of meetings of the board of directors and shall be entitled to be heard at such.

ARTICLE VI: OFFICERS

Section 1. The officers of the Board Of Directors/Association shall be: (a) President, Vice President, Secretary, Assistant Secretary, Treasurer, Assistant Treasurer, and as otherwise provided in this Article VI; (b) Executive Director; and (c) Artistic Director.

1.2. The officers of Section 1(a) shall be elected by the board of directors at their first meeting. See Article IV, Section 7. Officers shall serve for one year, or until replaced, unless otherwise specified herein.

1.3. The officer(s) of Section 1(b) shall be selected by the board of directors when they deem appropriate. They shall serve a term as determined by the board.

1.4. The officer(s) of Section 1(c) shall be elected by the Voting Members at the Fall Membership Meeting.

1.5. All officers shall report to the board of directors unless these bylaws or the board of directors direct otherwise. An officer shall be a member; provided an officer who is not a member may be elected subject to becoming a member within ten (10) days of the election.

1.6 If a Section 1(a) or 1(c) officer resigns during his or her term, the position shall remain vacant until the next Fall Membership Meeting; provided, a special or regular meeting of the Association may by vote select a replacement officer. If an officer position is vacant, the board of directors shall assign the duties of such position to another officer or an acting officer selected from the board of directors.

1.7 The board of directors may suspend the duties and rights of an officer; provided a special meeting of the association shall be convened within 30 days to consider whether to continue such suspension, or to take other action, including discharge or recall of the officer. Any person whose membership terminates shall be considered to have resigned as an officer.

Section 2. The president shall act as the chief executive officer, subject to decisions of the board of directors. The president shall preside over meetings of the Association and board of directors, unless the Board chooses to designate a chair from its membership for its meetings. The president shall be ex-officio member of all committees. The president shall be responsible for supervising any committee not expressly assigned to another officer; provided the Audit committee shall make any audit report directly to the board of directors.

Section 3. The Vice President shall perform any duties as the president or Board of Directors assign and shall act in place of the president when the president designates, or when the president is unavailable or incapacitated.

Section 4. The Secretary shall keep true and complete minutes and other records of the proceedings of all meetings of the Association and of the board of directors. The secretary shall be responsible for keeping corporate records in good order, for recording and distributing minutes of meetings of board of directors, for sending notices of meetings, and for overseeing the duties of the assistant secretary.

4.1. The Assistant Secretary shall keep a roll of members; send notices of dues and changes of status to members; shall be responsible for routine correspondence in cooperation with the secretary; and, shall substitute for the secretary when necessary.

Section 5. The Treasurer shall receive and hold as a fiduciary any monies of the Association, paying all proper bills for authorized expenditures. The treasurer shall manage the finances of the Association including the endowment fund and shall provide long range financial planning. The treasurer shall seek advice in advance from the board of directors and the Trustees with respect to the endowment fund and other major financial actions. The treasurer shall prepare and monitor the budget and make such reports as the directors may request. The treasurer shall oversee the duties of the assistant treasurer. The treasurer shall keep full, current and accurate accounts in a manner accessible for inspection at any reasonable time by the board of directors. The treasurer shall make a full financial report at the Fall Membership Meeting.

5.1. The Assistant Treasurer shall manage everyday financial matters, including handling dues and deposits and paying expenses; shall see that financial accounts and records are kept current and in order, shall supervise any staff who assist in such aspects, and shall assist the treasurer in assembling financial reports.

Section 6. The Artistic Director (AD) shall be responsible for artistic decisions and policies, consistent with decisions of the board of directors. The AD shall be an Elected Artist Member. The AD shall supervise and be responsible (a) for overseeing the activities of the screening committee; (b) for programs, including exhibitions, lectures, demonstrations, community events;

and, (c) for education, including making recommendations about, and coordinating, classes and workshops. The AD shall have artistic management responsibility for exhibitions and relevant committees. The AD shall coordinate relevant activities and work closely with the Executive Director.

Section 7. The Executive Director (ED) shall supervise and be responsible (a) for activities of all staff; (b) the matters set forth in subsections herein, and, (c) everyday business matters not expressly delegated to other officers, unless the board of directors otherwise directs. The ED shall make such reports as the board of directors may request.. The ED shall share management of exhibitions (and relevant special committees) with the Artistic Director. The ED shall solicit comments from the AD for actions which involve significant artistic activity or which would significantly affect artistic activities.

7.1 The ED shall be responsible for overseeing the gallery and grounds --including maintenance, rental, use by others,, for entertainment --including refreshments and entertainment for receptions and other events; for publicity -- including disseminating information, promotion, and dealing with media; and, for graphic design -- including character and content of graphic, advertising and promotional material, pursuant to any direction from the board of directors. To the extent there are committees established for carrying our part or all of the foregoing functions, the ED shall oversee and work with the committees. See Article VIII. It is expected that members will assist the ED in such functions or either a regular or task-basis, whether as part of a committee or not.

7.2. The ED shall handle matters with members other than Voting Members; handle matters involving all outside vendors, suppliers, contractors; deal with Voting Members with respect to any sales of artwork; control the use of the Association's gallery/premises on a day to day basis, as needed, by supervising, ejecting or otherwise controlling in a reasonable manner any persons or property on Association premises; and in any emergency take whatever appropriate steps are necessary to preserve and safeguard Association assets and interests; unless the board of directors or president directs otherwise.

7.3. The ED may hire employees upon authorization of the board of directors; and she may discharge employees for cause.

7.4. The ED shall be ex-officio a member of all standing committees and shall be present at all meetings of the board of directors except when the ED's tenure, performance or salary is under discussion.

Section 8. Only the president with the treasurer shall have the authority to execute contracts and agreements on behalf of the Association, provided the directors may, by resolution, authorize any officer to execute contracts, agreements or other instruments for particular matters.

Section 9. The Nominating Committee or board of directors may propose that any office shall be held by two persons, chosen in the same manner as would be a single person . If the board of directors or Voting Members vote approval, as the case may be, such persons chosen shall be designated "Co-Treasurer, "Co-Secretary", etc.

Section 10. The board of directors may designate members to hold the managerial title of "vice president", and variations thereof, such as "second vice president", etc. Likewise, the board may designate members to hold other titles, such as director, supervisor, manager, etc. Such persons shall have such duties as the board determines and shall serve at the pleasure of the board. They

shall not be considered corporate officers. Voting Members shall be informed of all such titles and persons currently serving at the Fall Membership Meeting, so they may take any desired action on such

ARTICLE VII: MEETINGS

Section 1. The Association shall hold (a) two General Meetings (also called "Membership Meetings") annually, as set forth in Section 2; (b) Regular Meetings, as those may be set according to a schedule voted on at the Fall Membership Meeting; and (c) Special Meetings, those specially called pursuant to these Bylaws. Unless otherwise stated herein, all meetings of the Association shall be open to all interested members.

Section 2. Two General Meetings shall be held each calendar year, in the vicinity of Old Lyme:

- a. The Fall Membership Meeting to be held in September.
- b. The Spring Membership Meeting to be held in May.

Section 3. Special Meetings may be called by the president. The president shall call a Special Meeting on written request of at least ten Voting Members, setting the date for such meeting within fifteen days of the written request. The request shall detail the purpose for which the meeting is being requested. If the president declines to act, the vice president or secretary shall call the meeting. The secretary shall give Voting Members at least seven days written notice of the meeting, along with the foregoing detail of the request. If the aforementioned officers fail to act in timely fashion, ten of said requesting members shall be given access to the names and addresses of Voting Members and may themselves call a special meeting by sending written notice to members in accord with this section and Section 5

Section 4. Notice of meetings shall be mailed to the Voting Member's address as shown in the Association records. Such notice shall state the date, time and place of meeting and its general purpose.

Section 5. Fifteen percent of the Voting Members, shall constitute a quorum at any Meeting of the Association.

Section 6. The agenda of the Fall Membership Meeting shall include:

- a. Election of the board of directors effective at the end of the meeting.
- b. Election of any Life Members or Honorary Members, effective after the Meeting.
- c. Establishing a Schedule of Regular Meetings of the Association for the year.
- d. Setting of dues and fees.

Section 7. Prior to the Fall Meeting, Voting Members shall have cast their ballots in person for candidates who seek to become Elected Artist Members and Non-Resident Elected Artist Members. See Article IX. However, any persons so-elected shall only be publicly revealed and shall only have a right to vote upon receiving official communication of their acceptance from the president or board.

Section 8. At the Spring Membership Meeting, there shall be added to the order of business:

- a. Selection of Committee Chairs for the Screening Committee, Nominating Committee and

- Audit Committee.
- b. Any change in exhibition rules and fees.
- c. Election of Screening Committee Members

ARTICLE VIII: COMMITTEES AND OPERATIONS

Section 1. Certain committees shall be established; and other committees may be established as the board of directors may decide, as set forth below. The board may assign additional duties to any particular committee; and it may create ad hoc committees for special purposes. Unless specified otherwise in these bylaws, the number of members on any committee, the persons serving on such committees, and the chairs of committees, and their time of serving, shall be determined from time to time within the discretion of the board of directors

Section 2. The board of directors may appoint a chair of a committee, or replace an elected chair of a committee, to serve until the next General Meeting at which the chair is ordinarily elected, in the event that the board determines the chair position is vacant or the person elected is not performing his or her function.

Section 3. The following committees shall be appointed:

3.1. The Entertainment Committee shall be in charge of refreshments and entertainment for receptions and other functions.

3.2. The Screening Committee shall review the applications and screen the work of applicants for Elected Artist Membership. The committee shall consist of five voting Elected Artist Members and two alternate Elected Artist Members who shall only vote in absence of a full member. All shall be nominated by the president for election, or from the floor, and elected by the Voting Members at the Spring Membership Meeting. They shall serve for a term of one year, or until replaced. Each year's committee shall consist of members other than those members who served during the prior year.

3.3. The Nominating Committee shall nominate a slate of individuals to fill positions on the Board Of Directors for election at the Fall Meeting and carry out any other nominating duties. It shall prepare short biographies of the nominees for board of directors in advance of the Fall election; and, all voting members of the Association shall be sent such information prior to the meeting, in order to enable informed choices at the Fall election.

3.4. The Audit Committee is responsible for monitoring the financial, contractual and business activities of the Association to ensure that the Associations assets are being properly protected and used; and that there are in place procedures which will prevent mismanagement and malfeasance. The audit committee shall periodically, and no less than annually, report to the board of directors. It shall make a report within three months of appointment or election. In the event that the Association uses an accounting auditor, the committee's duties will be accordingly lessened.

Section 4. The following committees may be appointed from time to time:

4.1 The Publicity Committee, for dealing with publicity matters, including disseminating information, promotion, and relations with the public media.

4.2 The Gallery and Grounds Committee, for dealing with matters concerning the Association's real estate, including improvements, maintenance, rental, and use by others.

4.3 The Entertainment Committee, for dealing with refreshments and entertainment for receptions and other events.

4.4 The Graphic Design Committee, for dealing with matters relating to character and content of graphic, advertising promotional materials and other publications.

ARTICLE IX: CHOOSING NEW ELECTED ARTIST MEMBERS AND NON-RESIDENT ELECTED ARTIST MEMBERS

Section 1. Requirements

To be considered as an Elected Artist Membership or Non-Resident Elected Artist Member by the Association, a person must:

- a. be an Associate Artist Member.
- b. be a painter or sculptor who has exhibited two paintings/sculpture at the Association within a two year period;
- c. be committed to working actively at the Association; and,
- d. be a full of part time resident of Connecticut, if applying as an Elected Artist Member.

Section 2. Submissions

2.1 Any applicant for shall submit to the Screening Committee, by August 1 of the year of application, a completed Association application, a current resume, the application fee and:

- a. if a non-sculptor: six original pictures, which works have not been shown at an Association exhibition, and which works are neither class work nor done under tutelage; or
- b. if a sculptor: four most recent sculptures, which works have not been shown at an Association exhibition, and which works are neither class work nor done under tutelage; and,
- c. such further works or such further information as the Screening Committee may request.

2.2 The applicant shall be informed that submittal of all works and materials is at the applicant's expense and risk; that the Association assumes no responsibility for any loss or damage; and, that any works not retrieved by an applicant within a reasonable time after request by the Association shall be deemed abandoned and may be disposed of by the Association.

2.3 The Screening Committee shall review and jury the applicant submittals prior to August 15. It may further process, or decline to further process, any application within its discretion and without giving the applicant any reason. The Screening Committee shall request rejected applicants to retrieve their works. The Screening Committee shall arrange for processing of the applications, and viewing of accepted applicants' works, consistent with this Article.

2.4 Factors which the Screening Committee may consider will include the applicant's compliance with the procedural application requirements; and, the relationship of the applicant's work and artistic endeavors to the modes, mediums, and standards which the generality of the work of the Association's membership reflects or toward which the Association aspires.

Section 3. Viewing of Applicants' Work

Any applicant accepted by the Screening Committee must leave the work that was submitted to the Screening Committee in the Association gallery to be shown, prior to and during the Fall Membership Meeting, in order that all Voting Members may view it and vote on the application; thereafter, applicants may remove their works.

Section 4. Election Procedure

4.1 The names of the accepted applicants shall be sent by the Screening Committee to the secretary immediately following August 15. The secretary shall send such list with any other appropriate information from the Screening Committee to all Voting Members as soon as possible, to allow members time to view the candidate's artwork and vote, before the Fall Membership Meeting. Only Voting Members who have viewed the submitted works of an applicant may vote on the applicant's application. Any ballot shall be submitted in writing to the Screening Committee prior to the start of the Fall Membership Meeting. Election of any new Artist members shall only be by two-third vote of Voting Members.

4.2 The Screening Committee shall count the ballots within 24 hours of the commencement of the Fall Membership Meeting. The chair of the Screening Committee shall immediately inform the president and secretary in writing of the results of the balloting. The chair of Screening Committee shall personally, or with assistance of one or more Officer or Screening Committee member, inform each applicant of the ballot decision on his or her application, preferably in writing, prior to any public disclosure of the results of the balloting. The secretary or designee shall inform new members of the initiation and dues requirements, and provide other information including a copy of the current bylaws.

ARTICLE X: SUSPENSION AND TERMINATION OF MEMBERSHIP

Section 1. The board of directors may warn or temporarily suspend a member's privileges, including the right to vote and exhibit, excepting for special circumstances if:

- a. the member has violated the bylaws or acted contrary to or incompatibly with, the objectives and purposes of the Association; or
- b. the member is an Voting Member who for two years, has not paid dues or other indebtedness to the Association; and
- c. the member has been notified in writing.

Section 2. Voting Members, by two thirds (2/3rds) vote of those present and voting at a General or Special Meeting, may terminate the membership of any member who has not paid dues or indebtedness when such was due, provided the secretary or treasurer has given reasonable written notice of non-payment.

2.1 Voting Members, by two thirds written ballot at a General or Special Meeting, may expel a member for violation of Bylaws, or for acting in a way which is detrimental to or incompatible with, the Association or its purposes; provided the member has been given a reasonable opportunity to be heard in answer to issues or charges.

Section 3. Any member who has been suspended or expelled may be reinstated by two thirds vote of Voting Members at a General or Special Meeting.

ARTICLE XI: DISSOLUTION

In the event of dissolution of the Association, any assets remaining after payment of just debts shall be transferred to the MacCurdy Salisbury Foundation Inc. of Old Lyme, Connecticut for the general purpose of the Foundation; or if said Foundation is not extant, to another Section 501(3)(c) entity.

ARTICLE XII: AMENDMENTS

Amendments to these Bylaws shall be made only by two thirds vote of Voting Members in attendance at a General Meeting or at a Special Meeting called by the president for such purpose with the prior written consent of five Voting Members. At least seven days prior to any said meeting, the secretary shall send to each Voting Member a copy of the proposed amendment with any explanation by the proponents thereof.